



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

PATENT

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Re: Attorney Docket No. Hansen 1-1

STATEMENT UNDER 37 CFR 3.73(b)Applicant/Patent Owner: Agere Systems Inc.Application No./Patent No.: 10/028,850 Filed/Issued Date: 12/20/2001Entitled: Phase-Locked Loop Frequency Synthesizer with Two-Point Modulation

Agere Systems Inc. Corporation
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

States that it is:

1. the assignee of the entire right, title, and interest; or
2. an assignee of less than the entire right, title, and interest.
The extent (by, percentage) of its ownership interest is _____ %

In the patent application/patent identified above by virtue of either:

A. An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel ___, Frame ___, or for which a copy thereof is attached.

OR

B. A Chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: Inventor(s) To: Agere Systems Guardian Corp.
The document was recorded in the United States Patent and Trademark Office at Reel 012416, Frame 0601, or for which a copy thereof is attached.
2. From: Agere Systems Guardian Corp. To: Agere Systems Inc.
The document was recorded in the United States Patent and Trademark Office at Reel ___, Fame ___, or for which a copy thereof is attached.
3. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at Reel ___, Fame ___, or for which a copy thereof is attached.

Additional documents in the chain of title are listed on a supplemental sheet.

Copies of assignments or other document in the chain of title are attached.
[Note: A separate copy (i.e., the original assignment document or a true copy of the original documents) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

Respectfully submitted,

Date: 6/9/05

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BEST AVAILABLE COPY

CERTIFICATE OF OWNERSHIP AND MERGER

OF

Agere Systems Guardian Corp.
(a Delaware corporation)

INTO

Agere Systems Inc.
(a Delaware corporation)

UNDER SECTION 253 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE

Agere Systems Inc., a corporation organized and existing under the laws of Delaware ("Corporation"), DOES HEREBY CERTIFY:

FIRST: The Corporation is the owner of all of the outstanding shares of common stock of Agere Systems Guardian Corp., which is also a business corporation of the State of Delaware.

SECOND: On August 22, 2002 the Subsidiary Governance Committee of the Board of Directors of the Corporation adopted the following resolution to merge Agere Systems Guardian Corp. into the Corporation:

RESOLVED that Agere Systems Guardian Corp., a Delaware corporation, shall be merged with and into Agere Systems Inc., a Delaware corporation, with Agere Systems Inc. being the surviving corporation, and Agere Systems Inc. shall thereupon assume all of the obligations of Agere Systems Guardian Corp."

THIRD: That the merger authorized hereby shall become effective as of 9:00 a.m. Eastern Standard Time on August 31, 2002.

Executed on August 22, 2002

AGERE SYSTEMS INC.

By Paul Bento
Paul Bento, Vice President

Delaware

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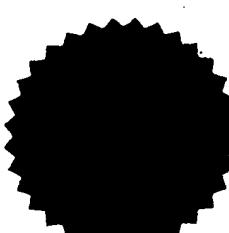
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AGERE SYSTEMS GUARDIAN CORP.", A DELAWARE CORPORATION, WITH AND INTO "AGERE SYSTEMS INC." UNDER THE NAME OF "AGERE SYSTEMS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2002.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1959517

DATE: 08-29-02